

POSTAL BALLOT NOTICE

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules') (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, each as amended, to the extent applicable read with relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide General Circulars No. 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020 and other relevant circulars and pursuant to other applicable laws and regulations, as amended from time to time, that the Company is seeking consent/ approval of the members of the Company ("Members") for the following proposal(s) (resolutions appended below) to be passed by way of Postal Ballot only through electronic means ("e-voting"):

Item No.1: Appointment of Mr. M E Mohamed (DIN 00129005) as Managing Director

To consider and, if thought fit, to pass the following Resolution as **Special Resolution**:-

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, subject to the provisions of Sections 196, 197, 198 read with Schedule V, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification from time to time or any re-enactment thereof for the time being in force (the "Act") and the Articles of Association of the Company, the appointment of Mr. M.E Mohamed, having DIN: 00129005, as the Managing Director of the Company for a period of one year with effect from 14th February, 2025, on the terms and conditions including terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof be and is here by approved.

RESOLVED FURTHER THAT so long as Mr. M.E. Mohamed functions as the Managing Director of the Company his office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and the remuneration payable, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and in the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (including any Committee of Directors) be and is hereby authorized to vary and / or to revise the terms and conditions of the appointment including the remuneration from time to time to the extent the Board of Directors may deem appropriate, within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution."

Eastern Treads Ltd.

CIN : L25119KLI993PLC007213

Reg. Office: 3 A, 3rd Floor, Eastern
Corporate Office, 34/137 E, N H Bye-Pass,
Edappally P. O., Kochi, Kerala - 682 024, India.

Factory : Oonnukal P.O, Kothamangalam
Ernakulam, Kerala - 686 693.

Phone : +91 484 7161100

E-mail : treads@easterntreads.com

Web : www.easterntreads.com

Phone : +91 485 2855 448

Item No.2: Approval of Related Party Transactions between Eastern Treads Limited and Eastern Retreads Private Limited

To consider and, if thought fit, to pass the following Resolution as **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions of the Companies Act, 2013, and the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements for sale, purchase or supply of any goods and materials whether directly or through appointed authorized agents or for availing or rendering of any services, on such terms and conditions as may be decided by Board of Directors of the Company, as appropriate, as per the rules and regulations governing such transactions under the applicable provisions of the Act for a period of 5 years commencing from the financial year 2024-2025, for an aggregate amount not exceeding Rupees Ten Crores per financial year, over and above the exemption limits under Section 188, with Eastern Retreads Private Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, desirable or expedient and to take all necessary steps, for and on behalf of the Company and is authorized and empowered to negotiate, fix the price and agree upon other terms and conditions and enter into legal agreement and contracts, to the extent, the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 2013.”

Item No.3: Re - appointment of Mrs. Rani Joseph as Independent Director

To consider and, if thought fit, to pass the following Resolution as Special Resolution:-

“RESOLVED THAT pursuant to provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as ‘the Act’), the rules made thereunder read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Rani Joseph (DIN 07423144) who was continuing as Independent Woman Director, be and is hereby appointed as a Non-Executive Independent Woman Director of the Company for a period of five years effective from expiry of her previous term until 08th May, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mrs. Rani Joseph be paid such fees and remuneration as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Ernakulam
February 14, 2025



By Order of the Board
For **EASTERN TREADS LIMITED**

Sd/-
Abil Anil
Company Secretary

Notes:

- 1 In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. The communication of the assent or dissent of the Members would also take place through e-voting only. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable mutatis mutandis for passing of Resolution through Postal Ballot by voting through electronic means ("remote-evoting").
- 2 For voting through remote e-voting as per the facilities arranged by the Company, Members are requested to read the instructions in the Notes under the section "The Process and manner of voting electronically using CDSL/NSDL e-Voting system" of this Notice.
- 3 The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with applicable Rules made thereunder and Secretarial Standard- 2 on General Meetings ("SS2") stating all material facts and the reasons for the proposal is annexed herewith and forms a part of the Notice.
- 4 In accordance with the MCA and SEBI Circulars, the Company is sending this Notice for Postal Ballot to the members in electronic form only. Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. In line with the MCA Circulars, Postal Ballot notice will be available on the website of the Company at www.easterntreads.com. The Notice can also be accessed from the website of the BSE Limited www.bseindia.com and will also be available on the website of Central Depository Services Limited (CDSL) (agency for providing the remote e-voting facility) i.e. www.cdslindia.com.
- 5 The Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from NSDL and CDSL as on Friday, 14th February, 2025 and whose e-mail IDs are registered with the Company / Depositories (NSDL/CDSL). Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).
- 6 After dispatch of Notice of Postal Ballot through e-mail, advertisement shall be published in one English Daily and one in Malayalam Daily, each having, wide circulation in the district where the Registered Office of the Company is situated and will also be uploaded on the website of the Company, i.e., www.easterntreads.com as well as on the website of CDSL (agency for providing the Remote e-voting facility) i.e, <http://www.evotingindia.com>
- 7 In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Members whose names appear on the Register of Members/Register of Beneficial Owners as on cut-off date i.e. Friday, 14th February, 2025 will only be considered for the purpose of e-voting. A person who is not a member as on the cut-off date should treat this notice of Postal Ballot for information purpose only.
- 8 The remote e-voting period will commence from **9.00 A.M. on Monday, 24th February, 2025 and ends at 5.00 P.M. on Tuesday, 25th March, 2025**. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members as per para (7) above, are therefore requested to give their assent / dissent for the Resolution contained in this notice by remote e-voting during the time period mentioned above.
- 9 Votes cast during the above time schedule will only be eligible for being considered. In case vote is not cast during the above time schedule it will be strictly considered that no vote has been received from the shareholder.

- 10 The Company has, in compliance with Rule 22 (5) of the Rules, appointed CS. Puzhankara Sivakumar (C.P No. 2210), Practicing Company Secretary (Membership No. 3050), of SEP & Associates, Company Secretaries, Kochi as the Scrutinizer, for conducting the Postal Ballot in a fair and transparent manner.
- 11 The scrutinizer will submit his report to Chairman or any other person authorized by the chairman after completion of scrutiny of e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting on 25th March, 2025 and will be made available in company website <https://www.easterntreads.com> and the website of CDSL www.cdslindia.com and communicated to Stock Exchange, www.bseindia.com and the Registrar & Share Transfer Agent of the Company.
- 12 Resolution passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members and the deemed date of passing the resolution will be the last date of e-voting i.e, 25th March 2025.
- 13 The voting rights for equity shares are one vote per equity share, registered in the name of the members. Voting rights shall be reckoned on the equity shares registered in the name of the members as on Friday, 14th February, 2025. Once the vote is cast on the Resolution, it cannot be modified.
- 14 In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- 15 Members are requested to read the instructions in the Notes under the section “The Process and manner of voting electronically through CDSL/NSDL e-Voting system” in this Postal Ballot Notice.
- 16 Corporate Members are requested to send a duly certified scanned copy (PDF/JPG Format) of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to vote on their behalf at the Postal Ballot through email to investors@easterntreads.com or sivarkn@sepmail.in.
- 17 The vote in this Postal Ballot cannot be exercised through proxy.
- 18 Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members seeking to inspect such documents can send an email to investors@easterntreads.com.
- 19 Members may, if they so desire, address any query in relation to the aforesaid Resolution to the Secretarial Department at the Registered Office of the Company. Tel. No: 0484 7161100, Fax : 0484 7161110, or by e-mail to investors@easterntreads.com

PROCESS AND MANNER OF VOTING ELECTRONICALLY USING CDSL/NSDL E-VOTING SYSTEM

The way to vote electronically on CDSL/NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to CDSL/NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then use your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website http://www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on http://www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/Select "Register Online for IDeAS

	<p>Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at mailto:helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e- voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

1. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form :EVEN Number followed by Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN **250219003** for the Eastern Treads Limited on which you choose to vote
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- 17 There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

19. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address investors@eastertreads.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company** at investors@eastertreads.com /RTA email id at <mailto:yuvraj@integratedindia.in> .
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

ANNEXURE TO THE NOTICE OF THE POSTAL BALLOT

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Item No.1: Appointment Mr. M E Mohamed (DIN: 00129005) as Managing Director

Mr. M.E Mohamed (DIN: 00129005) was appointed as the Managing Director of the Company with effect from 11th February, 2022 for a period of 3 years. He vacated his office on 11th February 2025 and continued as a director of the Company. Keeping in view that Mr. M.E Mohamed possesses unparalleled industry expertise and extensive knowledge garnered from decades of his experience and considering significant contributions to the Company his continued presence ensures stability and continuity of Company's operations. Despite of age, his experience will provide strategic guidance and insightful advice to the management team and as recommended by Nomination and Remuneration Committee, pursuant to the provisions of Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 and the Rules made thereunder, the Board at its meeting held on 14th February, 2025 decided to recommend his reappointment as Managing Director for a period of 1 year, and to pay remuneration as given hereunder, subject to approval of the Shareholders.

Pursuant to Section 197 read with Schedule V, of the Companies Act, 2013 in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Schedule V has to be approved by the Members by way of a Special Resolution. Accordingly, in the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Managing Director shall be entitled to the proposed remuneration as minimum remuneration subject to Schedule V to the Act. Further as he is aged eighty three years (D.O.B 21st September 1942), pursuant to Section 196 read with Part 1 of Schedule V of the Companies Act, 2013 he may be reappointed with the permission of Shareholders by passing special resolution.

The Company has received an undertaking from Mr. M.E Mohamed that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority and Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub Section (2) of Section 164 of the Companies Act, 2013. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

Statement pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013

a) Nature of industry:

The Company is primarily engaged in the business of manufacturing and dealing of tread rubber, rubber based adhesives, tyre retreading accessories and retreading services and is being in operation since 1993.

b) Date of commencement of commercial production:

The Company was incorporated on 02 July 1993

c) Financial performance based on given indicators:

The financial performance of the Company in the last 3 years is as follows:

(in lakhs)

Particulars	Year Ended		
	31/03/24	31/03/23	31/03/22
Revenue from operations	5953	5984	7227
Other income	24	8	34
Total Revenue	5977	5992	7261
Expenditure	5870	6272	7747
(Loss)/Profit before Interest, depreciation and tax	107	(280)	(486)
Depreciation/ Amortization/Impairment	122	165	183
Profit before Finance Costs and Tax	(15)	(445)	(669)
Finance Costs	297	323	320
Profit(Loss) before tax	(312)	(768)	(989)
Tax Expense	(17)	(45)	(21)
Profit (Loss) for the year	(295)	(723)	(968)
Other Comprehensive income/(loss)	14	(18.85)	388
Total Comprehensive loss for the year	(280)	(742)	(580)

d) Foreign investments or collaborations, if any : NIL

e) Background details

For background details refer 'Brief Resume' including Experience in specific functional area as given above.

f) Recognition or awards

He was the President of Kerala Bottled Water Manufactures Association for over a period of two decades and continues to be part of its Managing Committee. He has also occupied the position of Chairman of Kochi Bypass Beautification Society.

g) Job profile and his suitability

As Managing Director, he oversees the entire operations of the Company. Under his stewardship, the Company has scaled great heights and has expanded its operations and has begun several new initiatives. He is having rich and varied experience in the industry and his involved in the operations over a long period of time.

h) Past Remuneration

Mr. M E Mohamed was receiving remuneration for an amount of ₹13.80 Lakhs as approved by the shareholders at their meeting held on 29th September 2022.

i) Remuneration proposed - Terms of Remuneration (per Month)

1). Basic salary	₹69,000/- (Eligible for revision as determined by Nomination and Remuneration Committee)
2). House Rent Allowance	50 % of Basic salary
3). Allowance	₹11,500/-
4). Perquisites	Perquisites shall be allowed in addition to salary, limited to the following:
a) Medical benefits	As per the terms of Company medical insurance policy

b) Telephone Mobile charges	on Actual basis
c) Electricity & Water	Payment of electricity and water charges at the residence. Expenditure incurred by the Company on Electricity and water shall be valued as per the Income Tax Rules, 1962
d) Car	Company shall provide a car for business and personal use/reimburse the running and maintenance expenses of the car owned by the Managing Director for business and personal use. Provision of car for use on Company's business will not be considered as perquisites use of car for personal purpose shall be valued as perquisite as per the Income Tax Rules, 1962.
5). Other benefits	As per the Rules applicable to the Senior Executives of the Company and/which may become applicable in future and/ any other allowances, perquisites as the Board may, from time to time decide.

j) Comparative remuneration profile with respect to industry, size of the company, profile of the position

His past remuneration structure as approved by the shareholders is being proposed for the current term. Further, due to absence or inadequacy of profits, comparative remuneration profile would not be a determining factor for the remuneration. Considering his experience, seniority, expertise in this industry and his responsibilities the remuneration proposed are considered to be fair, just, appropriate and reasonable and are recommended for your approval.

k) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any;

Mr. M.E Mohamed is a promoter shareholder holding 23500 shares of the Company. Further he has extended personal guarantee towards the loan taken by the Company from Union bank of India Limited. Besides his remuneration as the Managing Director, he does not have other pecuniary relationship with the Company. None of the other Directors or managerial personnel are pecuniary or otherwise related to Mr. M.E Mohamed.

l) Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms

Tough economic environment due to the pandemic, rising raw material and other costs, hike in petroleum prices and supply chain issues affected significantly on the performance of this tyre retreading industry. However, on an overall basis, the Company is looking forward to recover and develop further. Company is reorienting and revamping its operations and implemented proactive measures to recover its growth and profitability. Company has taken aggressive marketing activities to boost competitiveness of the Company. Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits were discussed detail in Directors report for the FY 23-24. Members are requested to refer the financial performance and the management discussion and analysis report provided in the aforesaid Directors report.

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the members of the Company, upto the last date of the remote e-voting.

The Board of Directors accordingly, recommends the passing of the proposed Special Resolution as contained in Item No. 1 of the Notice.

Mr. M E Mohamed is interested in the Resolution to the extent as it concerns his appointment.

None of the other Directors or Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in passing of the said Special Resolution.

Item No.2: Approval of Related Party Transactions between Eastern Treads Limited and Eastern Retreads Private Limited

Pursuant to Section 188 of the Companies Act 2013 and The Companies (Meetings of Board and its Powers) Rules, 2014, no contracts or arrangement with a related party with respect to the transactions specified in the Section can be entered by our company, other than transactions which are entered in the ordinary course of business on an arm's length basis without the consent of the Shareholders.

Further, your Company cannot enter into any contract or arrangement with its Related Party, Eastern Retreads Private Limited for any transactions which are not in the ordinary course of business and which are not on an arm's length basis unless prior approval from its Members has been obtained. Your Company may enter into business transactions with Eastern Retreads Private Limited in the ordinary course of business for sale, purchase or supply of any goods or materials or rendering of any services or guaranteeing any borrowings by/providing any loans. In view of the growing operations, the Company requires to trade, avail and render services with aforesaid Related Party, Eastern Retreads Private Limited.

The transactions will be entered in the ordinary course of business of the Company either at arm's length basis or not but in the best interest of the company. To remain fully compliant beyond any reason for doubt as well as for good Corporate Governance the consent of the shareholders pursuant to Section 188 of the Companies Act, 2013 and the Rules made thereunder is being requested to enable the Board to enter into contracts for Sale, Purchase of goods and availing and rendering services with the above Related Party for a period of 5 Years for an amount not exceeding Rupees Ten Crores per financial year.

Except Mr. Navas M Meeran and Mr. Naiju Joseph no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution. However they may be deemed to be interested only to the extent they are Directors of the Company. The following disclosure(s) for any transaction with related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and the Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the members of the Company, upto the last date of the remote e-voting.

The Board of Directors accordingly, recommends the passing of the proposed Special Resolution as contained in Item No. 2 of the Notice.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Special Resolution only to the extent of their shareholding

Item No.3 : Re- appointment of Mrs. Rani Joseph (DIN: 07423144) as Independent Director

In compliance with the provisions of Sections 149, 150, 152 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, and Articles of Association of the Company, Mrs. Rani Joseph (DIN: 07423144), who was continuing as Independent Director post expiry of her tenure on 08th May 2024 requires approval of members by passing special resolution for continuation of her office for a further period of 5 years from expiry of her tenure till 08th May 2029.

The Board of Directors has consented to her continuation of office and a notice from a shareholder proposing the candidature of Mrs. Rani Joseph as an Independent Director has been received by the company. Further the Nomination and Remuneration Committee has recommended her appointment as Independent director of the Company. The Company has received her consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164

of the Companies Act, 2013 and declaration to the effect that she meets the criteria of Independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Mrs. Rani Joseph fulfills the conditions specified in the Act and the Rules made there under to be eligible to be re-appointed as Independent Director pursuant to the provisions of Section 149 of the Act. Mrs. Rani Joseph is also Independent of the management of the Company.

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the members of the Company, upto the last date of the remote e-voting.

The Board of Directors accordingly, recommends the passing of the proposed Special Resolution as contained in Item No. 3 of the Notice.

Mrs. Rani Joseph is interested in the Resolution to the extent as it concerns his appointment.

None of the other Directors or Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in passing of the said Special Resolution.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

By Order of the Board
For **EASTERN TREADS LIMITED**



Sd/-
Abil Anil
Company Secretary

Additional Information of Directors Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India.

Name	Mr. M E Mohamed	Mrs. Rani Joseph
DIN no.	00129005	07423144
Date of Birth	21-09-1942	15-11-1952
Nationality	INDIAN	INDIAN
Date of first Appointment	26-08-2005	09-05-2019
Qualifications	Civil Engineer	Bachelor's degree in Technology, MSC in Chemistry Phd in Polymer Technology.
Experience in specific functional areas	Long career in Kerala State Housing Board as Executive Engineer.	Department Head of Polimer Science and Rubber technology of Cochin University of Science and Technology and the Director of JJ Murphy Research Centre. Over a 4 decades of experience in post graduate teaching and research and giving consultancy services in Rubber Processing and Technology.
Directorship held in other Companies	Freenaz Properties Private Limited Eastern Mattresses Private Limited Fabtech Building Systems Private Limited	Chemiecorp Polymer Solutions Private Limited Topnotc Tires and Rubber Consultancy Private Limited
Relationship with other Directors or Manager or Key Managerial Personnel of the Company	NIL	NIL
Directorship held in other listed Companies	NIL	NIL
Memberships in the Committees of Board of other listed Companies	NIL	NIL
Member / Chairperson of Board Committees	Member of Audit Committee, Stake Holder Relationship Committee and Risk Management Committee of the Company	Member of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Risk Management Committee
No. of Board Meetings attended during the financial year 2024-25 (till the date of issue of this Notice of Postal Ballot)	5	6
No. of shares held in	23500 (0.45%) of Equity Shares	NIL
Terms and conditions of appointment/ re- appointment along with details of remuneration sought to be paid	Appointed for a term of 1 year With a salary of 13.8 Lakhs per annum	Re-appointment for a period of 5 years and eligible for sitting fee.
Details of last drawn remuneration	13.8 lakhs per annum	NIL
Details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for Independent Directors)	NIL	I.Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications

		<p>of Directors) Rules, 2014 (“the Appointment Rules”),</p> <p>II.Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,</p> <p>III.Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,</p> <p>IV.Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,</p> <p>V.Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;</p> <p>VI.Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and</p> <p>VII.Confirmation that she had not been a partner of a firm that had transactions during the last three financial years with Infosys Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover</p>
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